

FORM PTO-1394
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2003)
M&G 2628 (02-02-04)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
FAC Acquisition, LLC
4400 Baker Road
Minnetonka, Minnesota 55343

Individuals
 General Partnership
 Corporation-State of
 Other: Delaware limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Fingerhut Direct Marketing, Inc.
4400 Baker Road
Minnetonka, Minnesota 55343

Association
 Limited Partnership

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other: Corrective Assignment to Remove Reg. No. 2,444,748 previously recorded on March 3, 2003 at Reel/Frame 2682/0230.

Execution Date: November 1, 2002

Individual(s) citizenship
 General Partnership
 Corporation-State of Delaware
 Other: _____

Association
 Limited Partnership

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)
Correct No.: 2,444,758 - OUTDOOR SPIRIT

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sandra Epp Ryan
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved:

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Signature:
Sandra Epp Ryan
Name of Person Signing

Sandra Epp Ryan
Signature

April 26, 2005
Date

Total number of pages including cover sheet, attachments, and document: 20

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Director of the United States Patent and Trademark Office
Washington, D.C. 20231

CH \$40.00 132725 2444758

03-07-2003

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp 4/94)
M&G 2628 000004



102383527

To the Commissioner of Patents and Trademarks: please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

FAC Acquisition, LLC
4400 Baker Road
Minnetonka, MN 55343

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Other: Delaware limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Fingerhur Direct Marketing, Inc.
4400 Baker Road
Minnetonka, MN 55343

3-3-03

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: November 1, 2002

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)
See attached Schedules A and B

B. Trademark Reg. No.(s)/Mark(s)
See attached Schedules A and B

73405158

Additional numbers attached? Yes No

MAR - 3 2003

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sandra Epp Ryan
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 89

7. Total fee (37 CFR 3.41): \$2,240.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sandra Epp Ryan
Name of Person Signing

Sandra Epp Ryan
Signature

March 3, 2003
Date

Total number of pages including cover sheet, attachments, and document: 19

13/07/2003 ECD/EPK: 10000000 12/27/03 71403158

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11 FC:4521 (documents to be filed with required cover sheet information to
 12 FC:4522 2000.00 001

Commissioner for Patents and Trademarks
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 Washington, D.C. 20231

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**SCHEDULE A
TRADEMARKS**

U.S. TRADEMARKS/SERVICE MARKS

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
USA DIRECT			73/405158	
FEEL THE POWER	Production services, namely production of television infomercials in the field of general merchandise and services (cl. 35)	Registered. Declaration of Use Due: 3/31/04	74/522,942 4/29/94	2,146,923 3/31/98
ACCOLADE	Audio amplifiers, microphones (cl. 9) Electric guitars, acoustical guitars, guitar bags, guitar cases, keyboards, keyboard stands, keyboard benches, keyboard carrying cases, guitar tuners, drum sets, music stands, violins, wind instruments (cl. 15)	Registered. Declaration of Use due 9/1/04.	75/225,624 8/15/97	2,186,721 9/01/98
ACCOLADE and Design	Audio amplifiers, microphones (cl. 9) Musical equipment and accessories, namely, electric guitars, acoustic guitars, guitar carrying bags, guitar cases, electronic musical keyboards, keyboard stands, keyboard benches and keyboard carrying cases, guitar tuners, drum sets, sheet music stands, violins, wind instruments (cl. 15)	Registered. Declaration of Use due 3/16/04- 3/16/05.	75/341,841 8/15/97	2,232,979 3/16/99
ALWAYS YOURS	Mail order catalog services featuring jewelry and accessories (cl. 42)	Registered. Declaration of Use Due 11/19/02.	75/048,531 1/25/96	2,017,956 11/19/96
BACKYARD LIVING	Mail order catalog featuring general merchandise (cl. 35)	Registered. Declaration of Use due 8/31/04 - 8/31/05.	75/406,940 12/17/97	2,274,991 8/31/99
BAKER HILL	Body lotion (cl. 3) Eyeglasses and sunglasses (cl. 9) Costume jewelry (cl. 14) Handbags and luggage (cl. 18) Clothing, namely shirts, tops, jeans, pants, Capri pants, vests, jackets, dresses, jogging suits, sweaters (cl. 25)	Pending. Statement of Use/Extension of Time due 10/02/02.	76/139,585 10/03/00	
BULL'S HEAD & CHEF'S HAT LOGO	Kitchen cutlery, namely paring knife, utility knife, cooking knife, boning knife, carving knife, butcher knife, cleaver, steak knives, ham knife, serving fork, bread knife and fillet knife (cl. 8)	Registered. Renewal Due: 5/20/06	73/565,985 10/31/85	1,393,812 5/20/86
CAREFREE LIVING	Mail order catalog services (cl. 42)	Registered. Renewal Due: 9/20/08	73/701,228 12/14/87	1,505,333 9/20/88
CHEF'S MARK	Kitchen cutlery, namely, knives, shears, chopper sets, cutlery sets, steak knives; flatware, namely, knives, forks, spoons, serving utensils, baby spoons (cl. 8) Cookware, bakeware, dinnerware, beverage ware, serving bowls, plates and dishes, serving platters and trays, salad set, fruit bowls, creamers, sugar bowls, creamer and sugar sets, sauce boats and plates, butter dishes, candy dishes, toothpick holders, condiment holders, salt and pepper shakers, candlesticks, candle holders, vases, carafes, pitcher and bowl sets, non-electric coffee pots, tea pots, tea kettles, thermos containers, mixing bowls, soup tureens, ramekins, food molds, colanders, pasta sets, food mills, non-electric	Pending. Statement of Use/Extension of Time due 6/27/02.	75/341,842 8/15/97	

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	<p>pasta makers, kitchen utensils, gadgets and pantryware, namely, non-electric can openers, non-electric bottle openers, peelers, pizza cutters, spatulas, turners, whisks, slotted spoons, forks, ladles, cheese graters and slicers, garlic press, nut cracker, carving boards, cruet sets, trivets, canisters and canister sets, utensil holders, kitchen tool holders, food storage containers, microwave/storage containers, plastic salad spinner, spice bottles and spice racks, napkin holders, napkin rings, towel holders, towel racks, recipe boxes vegetable containers, breadbox, over-the-sink shelf, spoon rests, grease sets, cookie jars, pot racks, stove burner covers, cabinet knobs, garbage cans, storage containers (cl. 21)</p> <p>Kitchen textiles, namely, table cloths, chairpads, placemats, napkins, runners, window toppers, towels, dish cloths, oven mitts, pot holders, flour sacks (cl. 24)</p>			
CHEF'S MARK	<p>Domestic electric appliances, namely, food grinders, food slicers, choppers and shredders, can openers, knife sharpeners, food blenders, cheese grater, food mixer (cl. 7)</p> <p>Domestic electric appliances, namely, toasters, toaster ovens, convection ovens, grills, slow cookers, fast cooker, food steamer, deep fryer, griddle, waffle makers, breadmakers, skillet, beverage/coffee maker, counter-top ovens, combination cooker/steamer/fryer, food dehydrators, roaster ovens, electric casseroles, microwave ovens (cl. 11)</p>	Registered. DOU due 9/11/11	75/980,599 (divisional of 75/341,842)	2,489,361
CHEF'S MARK PREFERRED QUALITY and Design	<p>Kitchen cutlery, namely, knives, shears, chopper sets, cutlery sets, steak knives; flatware, namely, knives, forks, spoons, serving utensils, baby spoons (cl. 8)</p> <p>Cookware, bakeware, dinnerware, beverageware, serving bowls, plates and dishes, serving platters and trays, salad set, fruit bowls, creamers, sugar bowls, creamer and sugar sets, sauce boats and plates, butter dishes, candy dishes, toothpick holders, condiment holders, salt and pepper shakers, candlesticks, candle holders, vases, carafes, pitcher and bowl sets, non-electric coffee pots, tea pots, tea kettles, thermos containers, mixing bowls, soup utensils, ramekins, food molds, colanders, pasta sets, food mills, non-electric pasta makers, kitchen utensils, gadgets and pantryware, namely, non-electric can openers, non-electric bottle openers, peelers, pizza cutters, spatulas, turners, whisks, slotted spoons, forks, ladles, cheese graters and slicers, garlic press, nut cracker, carving boards, cruet sets, trivets, canisters and canister sets, utensil holders, kitchen tool holders, food storage containers, microwave/storage containers, plastic salad spinner, spice bottles and spice racks, napkin holders, napkin rings, towel holders, towel racks, recipe boxes vegetable containers, breadbox, over-the-sink shelf, spoon rests, grease sets, cookie jars, pot racks, stove burner covers, cabinet knobs, garbage cans, storage containers (cl. 21)</p> <p>Kitchen textiles, namely, table cloths, chairpads, placemats, napkins, runners, window toppers, towels, dish cloths, oven mitts, pot holders, flour sacks (cl. 24)</p> <p>Rugs (cl. 27)</p>	Pending. Statement of Use/Extension of Time due 6/13/02.	75/341,494 8/15/97	
CHEF'S MARK PREFERRED QUALITY and Design	<p>Domestic electric appliances, namely, food grinders, food slicers, choppers and shredders, can openers, knife sharpeners, food blenders, cheese grater, food mixer (cl. 7)</p> <p>Domestic electric appliances, namely, toasters, toaster ovens, convection ovens, grills, slow cookers, fast</p>	Registered. Declaration of Use due 10/09/11.	75/980,739 (divisional)	2,497,159

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	cooker, food steamer, deep fryer, griddle, waffle makers, breadmakers, skillet, beverage/coffee maker, counter-top ovens, combination cooker/steamer/fryer, food dehydrators, roaster ovens, electric casseroles, microwave ovens (cl. 11)			
COLOR FOCUS	Bedding, namely, bed sheets, bed spreads, quilts, blankets, comforters, pillow cases, pillow shams, dust ruffles, and duvet covers; bath textiles, namely, fabric bath mats, bath towels, wash cloths, shower curtains, window curtains, tub skirts, sink skirts, tank sets, and hd covers, table linens, namely, table cloths, placemats, and napkins; draperies, table rounds, and throws (cl. 24)	Registered. Declaration of Use due 6/15/04- 6/15/05.	74/709,674 7/31/95	2,253,887 6/15/99
CORNER SHOP	Mail order catalog services in the field of general merchandise (cl. 42)	Registered. Renewal Due: 7/15/06	73/571,696 12/5/85	1,401,719 7/15/86
COUNTRY BEAR	Cutlery; namely, steak knife sets, paring knives, utility knives, carving knives, chef knives, cleavers, grapefruit knives, sandwich knives, tomato knives, boning knives, and ham slicers; flatware; namely, dinner forks, table knives, dinner spoons, teaspoons, salad forks, and carving forks (cl. 8) Dinnerware; namely, dinner plates, salad plates, soup/cereal bowls, cups, saucers, vegetable bowls, serving platters, creamers, sugar bowls with lids, sauce boats and plates, butter dishes, cookware, namely, covered saucepans, covered dutch ovens, skillets, stove burner covers, mixing bowls with lids, and wire whisks; tv meal trays; napkin rings not of precious metal; beverage glassware; mugs; wooden kitchen utensils; namely, forks, spoons with holes, spoons, slotted spoons, and spatulas; ceramic household goods; namely, napkin holders, spoon rests, salt and pepper shakers, cabinet knobs, cookie jars, canister sets, portable containers not of precious metal for household use, vinyl place mats (cl. 21)	Registered. Incontestable until 7/26/04.	74/247,281 2/14/92	1,847,171 7/26/94
COUNTRY BEAR	Electric can opener (cl. 7) Electric toasters for domestic use; electric coffee makers for domestic use (cl. 11) Plastic food containers (cl. 16) Kitchen towel sets; quilts (cl. 24)	Pending. Awaiting Registration.	76/172,068 11/28/00	
DIGITAL ZONE	Mail order catalog services featuring a wide variety of consumer electronics (cl. 35)	Registered. Dec. of Use due 10/24/05- 10/24/06.	75/638,137 2/10/99	2,398,630 10/24/00
FALL BIG BOOK	Catalog and mail order services in the field of general merchandise.	Pending. Awaiting publication.	76/239,983 4/12/01	
FASHION ELEMENTS	Men's, women's, and children's clothing, namely, dresses, suits, and sweaters; men's, women's and children's outerwear, namely, rain coats, wool coats and jackets, down coats and jackets, nylon jackets, leather jackets, and blazers; men's, women's and children's fashion accessories, namely, belts, scarves, mittens, hats, gloves and headbands; lingerie and sleepwear, namely, nightgowns, pajamas, robes, bras, slips, camisoles, panties, teddies, nylons and stockings; and men's, women's and children's shoes (cl. 25)	Pending. Statement of Use accepted. Awaiting Certificate of Registration.	75/121,616 8/5/97	
FINGERHUT	Planters, hampers, wastebaskets, trash bags, litter bags, shopping bags, plastic housewares—namely, food containers, cups, glasses, bowls, plates, dishes, salt and pepper shakers, recipe boxes and storage boxes (cl. 2)	Registered. Renewal Due: 12/17/04	72/465,973 9/20/73	999,881 12/17/74

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	Luggage, purses, handbags, cosmetic cases, hat boxes, wig cases, key cases, wallets and briefcases (cl. 3) Utensils for the preparation of food for cooking and for the cooking of food, teakettles, and coffeepots (cl. 13) Automobile seat covers (cl. 19) Household appliances - namely, televisions, batteries, electric fondues, electric lamps, electric floor polishers, electric vacuum cleaners and parts therefor, electric broiler rotisseries, electric irons, electric toaster ovens, electric blenders, flash-cubes, electric frying pans, radios, electric hot plates, electric coffee pots, flashlights, electrical extension cords, light bulbs, and electric frying pans (cl. 21) Parlor type amusement games, badminton sets, playing cards, sleeping bags, and inflatable rafts (cl. 22) Snowblowers, electric shavers, electric grass shears, electric scissors, hair trimmers, typewriters, sewing machines, powered and nonpowered hand tools of all types - namely, garden tools, plumbers' tools, carpenters' tools, mechanics' hand tools, food grinders, food choppers, stainless steel flatware, and kitchen cutlery made of nonprecious metal (cl. 23) Film projectors, cameras, tape measures, binoculars, adding machines and unexposed photo films (cl. 26) Clocks and watches (cl. 27) Jewelry and silverplates coffee service and flatware (cl. 28) Mirrors, shelves, chests, cabinets, chairs, bookcases, footstools, pillows and wardrobes (cl. 32) Table glassware (cl. 33) Phonograph turntables, stereo tape cleaners, stereophonic headphones, recorded tapes, and phonograph records (cl. 36) Stationary - namely, writing paper (cl. 37) Books, magazines, and motion picture films (cl. 38) Sleepwear, coats, dresses, suits, shoes, pants, ties, underwear, shirts, housecoats, scarves, hats, hosiery, vests, skirts, gloves and belts (cl. 39) Floor mats, pillowcases, drapes, blankets, sheets, carpets, towels, comforters, rugs, and tablecloths (cl. 42) Insurance brokerage services (cl. 102)			
FINGERHUT	Retail mail order services for general merchandise (cl. 35)	Registered. Renewal Due: 11/13/03	72/428,394 6/26/72	973,080 11/13/73
FINGERHUT HOME	Online retail store services, online ordering services, and mail order and catalog services in the field of general merchandise (cl. 35)	Registered. Dec. of Use due 12/25/06- 12/25/07.	76/010,637 3/27/00	2,523,477 12/25/01
GATE ONE	Luggage, attaches and briefcases (cl. 18)	Registered. Declaration of Use accepted. Renewal due 10/06/02.	74/137,632 2/8/91	1,722,968 10/6/92
GATE ONE & DESIGN	Luggage, attaches and briefcases (cl. 18)	Registered. Renewal due 10/13/02.	74/147,437 3/13/91	1,724,645 10/13/92
GATE ONE LUGGAGE & DESIGN	Luggage, attaches and briefcases (cl. 18)	Registered. Renewal due 10/06/02.	74/147,438 3/13/91	1,722,969 10/6/92

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
GOLD KEY	Online retail store membership club which provide special discounts, rebates and purchase incentives for member shoppers (cl. 35)	Registered. Dec. of Use due 7/18/05-7/18/06.	75/719,834 6/03/99	2,368,354 7/18/00
GOOD DEALS, GREAT BUYS	Online retail store services, online ordering services, and mail order and catalog services in the field of general merchandise (cl. 35)	Registered, Declaration of Use due 10/30/11	75/699,395 5/07/99	2,503,225 10/30/01
GREEN HORIZONS	Environmental newsletter (cl. 16)	Registered.	74/150,942 3/25/91	1,674,219 2/4/92
HOLIDAY BIG BOOK	Catalog and mail order services in the field of general merchandise (cl. 42)	Registered. Dec. of Use due 9/12/05-9/12/06.	75/498,298 6/08/98	2,386,204 9/12/00
HOME ATTITUDES	Pillows (cl. 20) Soap dishes, soap dispensers, toothbrush holders, tumblers, tissue box covers and wastepaper baskets (cl. 21) Bed linen, bed sheets, bed spreads, quilts, blankets, comforters, pillow cases, pillow shams, duvet covers, dust ruffles, draperies, curtains, towels, bath linen, shower curtains and fabric bath mats, sold separately and in sets (cl. 24) Wallpaper (cl. 27)	Registered. Declaration of Use Due: 4/08/03	74/618,308 1/5/95	2,051,289 4/08/97
HOME ATTITUDES and Design	Pillows (cl. 20) Soap dishes, soap dispensers, toothbrush holders, tumblers, tissue box covers and wastepaper baskets (cl. 21) Bed linen, bed sheets, bed spreads, quilts, blankets, comforters, pillow cases, pillow shams, duvet covers, dust ruffles, draperies, curtains, towels, bath linen, shower curtains and fabric bath mats, sold separately and in sets (cl. 24) Wallpaper (cl. 27)	Registered. Declaration of Use Due: 7/22/03	74/634,994 2/18/95	2,081,983 7/22/97
HOME DEALS	Online retail store services, online ordering services, and mail order and catalog services featuring linen merchandise (cl. 35)	Pending.	75/838,383 11/11/99	
HOME EXPRESSIONS	Catalog and mail order services in the field of home decorating (cl. 42)	Registered. Declaration of Use due 6/25/01-6/25/02.	74/271,502 5/10/92	1,981,835 6/25/96
HOME EXPRESSIONS (stylized)	Distribution services for home carpeting, rugs and floor coverings (cl. 42)	Registered.	73/803,179 5/30/89	1,600,025 6/05/90
INSTANT FIT	Unfired furniture covers with adjustable ties (cl. 24)	Pending.	74/679,114 5/23/95	
INSTANT FIT	Combination comforter and bed skirt, drapes, curtains (cl. 20)	Registered. Declaration of Use due 3/21/05-3/21/06.	75/251,786 3/04/97	2,333,507 3/21/00
LIFE MAX	Domestic electric appliances, namely, food steamers, rice cookers, food dehydrators, bread-makers, roasteries, electric indoor grills, non-stock stir-fry pans, hepa air cleaners and electrostatic air cleaners for domestic and car interior use, replacement filters for air cleaners, water purifying units for domestic use including faucet-mount, countertop, under-counter, and pitcher-style water purifying units, replacement filters for water purifying units, electric aromatherapy diffusers, vaporizers, humidifiers, portable electric hair	Registered. Dec. of Use due 12/05/05-12/05/06	75/979,831 8/15/97	2,411,462

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	dryers, shower massagers, heating unit for wax for hair removal (cl. 11) Exercise apparel, namely, nylon and/or fleece tops, bottoms, and jog suits, sport bras and shorts, athletic footwear (cl. 25)			
LIFE MAX	Pre-recorded video tapes featuring exercise instruction, sound conditioners that produce soothing sounds, bathroom scales (cl. 9) Health care equipment, namely, blood pressure monitors, thermometers for personal use, electric and non-electric massaging apparatus, namely, full-length massager mats, chair-size massager mats, foot massagers, belt-style massagers, shiatsu-style massagers, wall-mount massagers, facial massagers, neck massagers, infrared massagers and hand-held massagers; electric heating pads for personal use, whirlpool spas primarily for home use and for therapeutic use; equipment for physically disabled, namely, walkers, grab bars, safety rails, bath benches, bath chairs, raised toilet seats, medical coolers for insulin (cl. 10)	Registered. Declaration of Use Due 1/25/05-1/25/06.	75/978,794 8/15/97	2,312,598 1/25/00
MASTER CRAFT	Metal tool boxes, metal cases, metal tool chests, fasteners, support stands, and metal tap and die sets (cl. 6) Auto emergency devices, namely inflators, DC compressors, DC inspection lamps, siphon hoses, winches; power tools, namely jointers, drills, and screwdrivers, and power tool accessories, namely router bits, wire brushes; pneumatic tools, namely impact wrenches, dual action sanders, collet air die grinders, short air hammers, reversible air drill and drive ratchet wrench; and sewing machines (cl. 7) Hand tools, namely, vises, hammers, chisels, punches, saws, hack saws, hex keys, measuring tools, stamping tool, knives, clamps, drill bits, socket sets, socket runners, and impact sockets; barbecue utensils, namely tongs, and forks; and garden tools, namely trimmers, multi-function grass shears and pruning shears (cl. 8) Irons, fuses, booster cables, electric pest repellers, goggles, safety glasses, protective work gloves, and levels (cl. 9) Electric fans, anti-freeze testers, and electric glue guns (cl. 11) Electrical tape (cl. 17)	Pending.	75/489,491 5/22/98	
MASTER CRAFT	Metal tool chests, roller cabinets and lawn sheds (cl. 6) Power lawn and garden tools; namely, chain saws, weed trimmers, edgers, hedge trimmers, blowers, combination blower/vacs, cultivators, tillers; power tools; namely, cordless screw drivers; lawn mowers, riding lawn mowers, and tractor style lawn mowers (cl. 7) Angle Grinder	Pending.	74/497,165 3/04/94	
MASTER CRAFT	Power tools; namely table saws, scroll saws, chop saws, miter saws, band saws, drill presses, wood lathes, bench grinders, planers, belt sanders, belt/disk sanders, cordless drills, sanders and jig saws (cl. 7); hand tools; namely screwdrivers and screwdriver bit sets, wrenches, sockets and socket accessories, namely extensions and adapters and pliers (cl. 8)	Registered. Declaration of Use due 10/13/04.	74/399,282 6/03/93	2,196,111 10/13/98
MASTER CRAFT	Electric food mixers (cl. 7); kitchen cutlery, forks and spoons (cl. 8)	Registered.	73/051597 5/07/75	1,034,654 3/2/76
MASTER CRAFT PRO	Metal tool boxes, metal cases, metal roller cabinets (cl. 6) Power tools, namely, table saws, scroll saws, chop saws, miter saws, band saws, drill presses, wood lathes,	Registered. Declaration of Use due 4/10/06-	75/490,305 5/22/98	2,443,038 4/10/01

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	bench grinders, planers, belt sanders and belt/disk sanders, scroll saws, and table saws (cl. 7) Hand tools, namely, impact sockets, socket runners, wrenches, saws, chisels, punches, hammers, screwdrivers, screwdriver bit sets and handles, hack saws, hex keys (cl. 8) Safety goggles (cl. 9)	07		
MASTER CRAFT PRO	Metal tool chests and roller cabinets (cl. 6) Hand tools; namely, screwdrivers and screwdriver bit sets, wrenches, sockets and socket accessories; namely, extensions and adapters, and pliers (cl. 8)	Pending.	74/497,194 3/04/94	
MIRACLE FIT	Fitted fabric furniture covers, decorative pillows (cl. 20) Drapes, curtains and tablecloths (cl. 24)	Registered. Declaration of Use due 5/25/05.	75/152,771 8/19/96	2,247,997 5/25/99
OUTDOOR SPIRIT	Online retail store services, online ordering services, and mail order and catalog services in the field of general merchandise (cl. 35)	Registered. Dec. of Use due 7/11/05-7/11/06.	75/738,979 6/29/99	2,366,241 7/11/00
OUTDOOR SPIRIT	Collectable and hunting/fishing knives and pocket knives (cl. 8)	Registered. Declaration of Use due 8/7/06- 8/7/07	75/501,272 6/12/98	2,476,139 8/7/01
OUTDOOR SPIRIT	Optical, namely binoculars, monoculars, telescopes, spotting scopes, eyeglasses and rifle scopes (cl. 9)	Registered. Dec. of Use due 6/13/05-6/13/06.	75/501,274 6/12/98	2,358,445 6/13/00
OUTDOOR SPIRIT	Propane, gas, electric and battery appliances, namely lanterns, portable electric and gas stoves, flashlights, power inverters, area lights and radio/light combinations (cl. 11)	Registered. Declaration of Use due 4/17/06- 07	75/501,273 6/12/98	2,444,758 4/17/01
OUTDOOR SPIRIT	Adult and youth bicycles, namely mountain bikes, racing bikes and touring bikes (cl. 12)	Pending. Awaiting registration.	75/501,299 6/12/98	
OUTDOOR SPIRIT	Sleeping bags, namely down, polyester and polyester/cotton; camping accessories, namely folding chairs, cots, picnic tables, air mattresses and air beds; hunting accessories, namely gun cabinets and non-metal gun safes; camping furniture, namely wooden resin tables and chairs (cl. 20)	Registered. Dec. of Use due 6/13/05-6/13/06.	75/501,259 6/12/98	2,358,443 6/13/00
OUTDOOR SPIRIT	Cooking accessories, namely stainless steel cookware sets comprised of pots and pans, non-electric griddles and skillets, dutch ovens; porcelain on steel cookware sets comprised of pots and pans, non-electric griddles and skillets, dutch ovens; cast iron cookware sets comprised of pots and pans, non electric griddles and skillets, dutch ovens; serving spoons and slotted spoons not of precious metal; plastic and fabric portable coolers for beverages and foods; non-electric grills and griddles for use over an open fire (cl. 21)	Pending. Awaiting Registration.	75/501,258 6/12/98	
OUTDOOR SPIRIT	Tents, namely dome tents, cabin style tents canopy tents, screen house tents and backpacking tents; hammocks (cl. 22)	Registered. Dec. of Use due 6/13/05-6/13/06.	75/501,267 6/12/98	2,358,444
OUTDOOR SPIRIT	Ladies', men's, and juvenile apparel, namely nylon, leather and fleece outerwear; hunting apparel, namely outerwear insulated and non-insulated jackets, overalls, vests, coveralls, hunting boots, hikers, outdoor footwear, denim shirts and chambray shirts (cl. 25)	Registered. Declaration of Use due 3/27/06- 07.	75/501,266 6/12/98	2,438,922 3-27-01

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
OUTDOOR SPIRIT	Fishing accessories, namely rods and reels, tackle boxes, tackle, bow cases, tree stands and decoys; archery accessories, namely compound bows, recurved bows, crossbows and arrows; loungers, swings and gliders (cl. 28)	Registered. Declaration of Use due 3/27/06-07.	75/501,265 6/12/98	2,438,921 3-27-01
QUALITY ASSURED & Design	Mail order catalog services in the field of jewelry (cl. 42)	Registered.	74/414,587 7/16/93	1,931,994 10/31/95
REFLECTIONS OF LOVE	Mail order catalog services featuring jewelry (cl. 42)	Registered. Declaration of Use accepted.	74/236,153 1/09/92	1,762,192 3/30/93
ROMANTIC IMAGES	Mail order catalog services featuring intimate apparel, clothing, shoes, socks, bed sheets, and comforter sets (cl. 42)	Registered.	74/156,204 4/11/91	1,688,236 5/19/92
ROOM FOR LIVING	Mail order and catalog services for home decorating products (cl. 8)	Registered. Renewal Due 6/09/02.	74/138,822 2/13/91	1,693,689 6/09/92
SENSOMA	Pillows (cl. 20)	Pending. Awaiting Notice of Allowance.	76,300,197 8/16/01	
SENSOMA	Mattress Pads (cl. 24)	Pending. Statement of Use accepted. Awaiting Registration.	75/397,546 12/1/97	
SENSOMA	Bed Accessories, including duvet covers, bed skirts, bedspreads, and quilts (cl. 24) (2/22/02 added sheets, comforters, shams, blanket, throws)	Pending. Awaiting Publication.	76/254,585 5/9/01	
SPORTS CENTRAL	Catalog and mail order services in the field of general merchandise (cl. 35)	Registered. Declaration of Use due 9/21/04-9/21/05.	75/457,034 3/25/98	2,279,009 9/21/99
SPRING ARRIVALS	Mail order catalog services featuring general merchandise (cl. 42)	Registered. Declaration of Use Due 11/05/02	74/611,408 12/15/94	2,014,345 11/05/96
SPRING BIG BOOK	Catalog and mail order services in the field of general merchandise (cl. 35)	Registered. Dec. of Use due 8/7/11	75/659,741 3/12/99	2,476,310
ST CROIX COLORS and Design	Domestic electric appliances, namely, food grinders, food slicers, choppers and shredders, can openers, knife sharpeners, food blenders, food mixer, electric peeler (cl. 7) Domestic electric appliances, namely, toasters, toaster ovens, convection ovens, grills, slow cookers, fast cooker, food steamer, deep fryer, griddle, waffle makers, breadmakers, skillet, beverage/coffee maker, counter-top ovens, combination cooker/steamer/fryer, food dehydrators, roaster ovens, crockpots, microwave ovens, lamps, lighting fixtures, namely, sconces (cl. 11) Cookware, namely, pots, pans and skillets, and lids therefor; bakeware, dinnerware, beverageware, serving bowls, plates and dishes, serving platters and trays not of precious metals, fruit bowls, creamers not of precious metals, sugar bowls, creamer and sugar sets,	Registered. Dec. of Use due 1/15/07 - 1/15/08.	(Divisional)	2530650 1/15/02

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	<p>sauce boats and plates, butter dishes, candy dishes, toothpick holders, condiment holders, salt and pepper shakers, candlesticks not of precious metals, candle holders, vases, carafes, pitchers, pitcher and bowl sets, non-electric coffee pots not of precious metals, tea pots not of precious metals, tea kettles, thermal insulated containers for food or beverages, mixing bowls, soup uretens, ramekins, food molds, colanders, pasta sets, food mills, non-electric pasta makers; kitchen utensils, gadgets and pantryware, namely, non-electric bottle openers, spatulas, turners, whisks, slotted spoons, ladles, cheese graters, garlic press, food presses, food grinders, cruet sets, trivets, canisters and canister sets, utensil holders, kitchen tool holders, food storage containers, microwave/storage containers, spice bottles and spice racks, napkin holders, recipe boxes, vegetable containers, breadbox, spoon rests, grease sets, namely ceramic grease cups in for serving and lifting fried food from grease, cookie jars, pot racks, stove burner covers, plastic and/or porcelain cabinet knobs, waste paper baskets, garbage cans, lotion dispensers, cottonball holder, cotton swab holder, figurines of ceramic, earthenware, glass, porcelain and terracotta, non-metal decorative boxes, towel holders, towel racks, soap dishes, toothbrush holders, tumblers, tissue box covers, wind chimes, serving utensils, namely, serving spoons, forks, ladles and tongs (cl. 21) Table linen, namely, cloths, placemats, napkins, fabric table runners, window toppers, towels, dish cloths, oven mitts, pot holders, flour sacks, bed throws, bathtub skirts, toilet tank sets and lid covers, bed linen, bed sheets, bed spreads, quilts, blankets, comforters, pillow cases, pillow shams, duvet covers, dust ruffles, draperies, curtains, towels, bath linen, shower curtains and fabric bath mats, sold separately and inserts (cl. 24)</p> <p>Wallpaper, rugs (cl. 27)</p>			
ST. CROIX COLORS	<p>Telephones, measuring spoons, measuring cups (cl. 9) Wall shelves, shelving units, plant stands, dry sink, corner hutch, communication center comprising mail slots, bulletin board, note pad and keyhooks, wooden letter holders, cupboard, baker's rack, utility cart/work center comprising a storage cupboard and work surface, primarily for kitchen use; breakfast bar, space-saver wall rack and towel holders, towel tower, dinette set, drop-leaf kitchen table, buffet hutch, storage cabinets, chairs, occasional tables, bedside tables, vanities, chests, storage trunks, laundry hampers, picture frames, figurines of plastic, wood, and plaster, wood and/or plastic jewelry boxes, pillows, wooden perpetual calendar, mirrors, decorative wall accessories, namely plaques, wall-hangings, and pictures; over-the-sink shelf, wooden cabinet knobs; chairpads, napkin rings not made of precious metal, decorative plaques (cl. 20)</p>	Pending. Extension of Time filed 4/11/02.	75/341,826 8/15/97	
ST CROIX COLORS and Design	<p>Wall shelves, shelving units, plant stands, dry sink, corner hutch, communication center comprising mail slots, bulletin board, note pad and keyhooks; wooden letter holders, cupboard, baker's rack, utility cart/work center comprising a storage cupboard and work surface, primarily for kitchen use; breakfast bar, space-saver wall rack and towel holders, towel tower, dinette set, drop-leaf kitchen table, buffet hutch, storage cabinets, chairs, occasional tables, bedside tables, vanities, chests, storage trunks, laundry hampers,</p>	Registered. Dec. of Use due 3/26/07-3/26/08.	75/341,622 8/15/97	2,552,910 3/26/02

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
	picture frames, figurines of plastic, wood, and plaster, wood and/or plastic jewelry boxes, pillows, wooden perpetual calendar, mirrors, decorative wall accessories, namely plaques, wall-hangings, and pictures; over-the-sink shelf; wooden cabinet knobs; chairpads, napkin rings not made of precious metal, decorative plaques (cl. 20)			
ST CROIX COLORS	<p>Domestic electric appliances, namely, food grinders, food slicers, choppers and shredders, can openers, knife sharpeners, food blenders, food mixer, electric peeler (cl. 7)</p> <p>Tele-phones, measuring spoons, measuring cups (cl. 9)</p> <p>Domestic electric appliances, namely, toasters, toaster ovens, convection ovens, grills, slow cookers, fast cooker, food steamer, deep fryer, griddle, waffle makers, breadmakers, skillet, beverage/coffee maker, counter-top ovens, combination cooker/steamer/fryer, food dehydrators, roaster ovens, crockpots, microwave ovens, lamps, lighting fixtures, namely, sconces (cl. 11)</p> <p>Cookware, namely, pots, pans and skillets, and lids therefor, bakeware, dinnerware, beverageware, serving bowls, plates and dishes, serving platters and trays not of precious metals, fruit bowls, creamers not of precious metals, sugar bowls, creamer and sugar sets, sauce boats and plates, butter dishes, candy dishes, toothpick holders, condiment holders, salt and pepper shakers, candlesticks not of precious metals, candle holders, vases, carafes, pitchers, pitcher and bowl sets, non-electric coffee pots not of precious metals, tea pots not of precious metals, tea kettles, thermal insulated containers for food or beverages, mixing bowls, soup ureens, ramekins, food molds, colanders, pasta sets, food mills, non-electric pasta makers; kitchen utensils, gadgets and pantryware, namely, non-electric bottle openers, spatulas, turners, whisks, slotted spoons, ladles, cheese graters, garlic press, food presses, food grinders, cruet sets, trivets, canisters and canister sets, utensil holders, kitchen tool holders, food storage containers, microwave/storage containers, spice bottles and spice racks, napkin holders, recipe boxes, vegetable containers, breadbox, spoon rests, grease sets, namely ceramic grease cups in for serving and lifting fried food from grease, cookie jars, pot racks, stove burner covers, plastic and/or porcelain cabinet knobs, waste paper baskets, garbage cans, lotion dispensers, cottonball holder, cotton swab holder, figurines of ceramic, earthenware, glass, porcelain and terracotta, non-metal decorative boxes, towel holders, towel racks, soap dishes, toothbrush holders, tumblers, tissue box covers, wind chimes, serving utensils, namely, serving spoons, forks, ladles and tongs (cl. 21)</p> <p>Table linen, namely, cloths, placemats, napkins, fabric table runners, window toppers, towels, dish cloths, oven mitts, pot holders, flour sacks, bed throws, bathub skirts, toilet tank sets and lid covers, bed linen, bed sheets, bed spreads, quilts, blankets, comforters, pillow cases, pillow shams, duvet covers, dust ruffles, draperies, curtains, towels, bath linen, shower curtains and fabric bath mats, sold separately and inserts (cl. 24)</p> <p>Wallpaper, rugs (cl. 27)</p>	Registered. Dec. of Use due 1/15/07-1/15/08.	75/981,566 (Divisional)	2,579,749 6/11/02

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
ST. CROIX CUTLERY	Kitchen cutlery; namely, knives and knife sets (cl. 8)	Registered. Renewal Due 6/23/02	74/141,887 2/25/91	1,696,801 6/23/92
STATE-OF-THE-ART ADVENTURER	Mail order catalog services featuring general merchandise (cl. 42)	Registered. Declaration of Use Due 3/25/03	75/121,638 6/14/96	2,047,961 3/25/97
SUTE LUXURIES	Catalog and mail order services in the field of general merchandise (cl. 42)	Registered. Declaration of Use due 10/9/11.	75/668,005 3/25/99	2,496,775
SUPER CHEF	Electric food grinders, electric food slicers, electric food choppers, electric can openers, electric knife sharpeners, and electric blenders, (cl. 7)	Renewed. Renewal Due 4/06/06.	73/051,598 5/07/75	1,037,297 4/06/76
SUPER CHEF	Domestic electric appliances, namely electric coffee makers; electric countertop ovens, electric fryers, electric griddles and grills, electric steamers, electric food dehydrators, and multipurpose appliances; namely, combination cooker/steamer/fryers (cl. 11) Bakeware, namely, traditional and nonstick bakeware, and bakeware/microwave storage containers, and cookware; namely, stock pots, pressure cookers, stainless steel cookware, namely, saucepans, dutchovens, frypans, steamers, mixing bowls, roasters, racks, and stock pots, cast iron cookware; namely, saucepans, dutchovens, frypans, mixing bowls, egg poacher sets, stock pots, and pressure cookers, drawn steel cookware; namely, saucepans, dutchovens, frypans, mixing bowls, egg poacher sets, stock pots, and pressure cookers; drawn aluminum cookware; namely, saucepans, dutchovens, frypans, mixing bowls, egg poacher sets, stock pots, and pressure cookers, and miscellaneous cookware items; namely, woks, frypans, chicken fryers, roasters, au graïn pans, griddles, mixing bowl sets, tea kettles, saucepans, and multi-purpose pots (cl. 21)	Registered. Declaration of Use filed 8/10/01.	74/376,304 4/05/93	1,933,548 11/07/95
TAKE TIME FOR KIDS	Catalog, mail order and on-line ordering services in the field of juvenile merchandise (cl. 35)	Registered. Declaration of Use due 3/14/05- 3/14/06.	75/651,672 3/02/99	2,329,075 3/14/00
THE ACCENT'S ON OUTERWEAR	Mail order catalog services featuring general merchandise (cl. 42)	Registered. Declaration of Use due 2/08/05- 2/08/06.	75/541,585 8/24/98	
THE COOK'S BOOK	Catalog and mail order services in the field of general merchandise (cl. 35)	Registered. Dec. of Use due 6/25/05-6/25/06.	75/529,059 7/28/98	2,363,151 6/27/00
THE COOK'S BOOK & Design	Catalog and mail order services in the field of general merchandise (cl. 35)	Registered. Dec. of Use due 6/25/05-6/25/06.	75/526,973 7/28/98	2,363,143 6/27/00
TOUGH-TOTE	Luggage (cl. 18)	Registered. Renewal Due: 5/21/05	73/386,966 9/20/82	1,336,673 5/21/85
TREASURE CREEK	Online retail store services, online ordering services, and mail order and catalog services featuring unique gift merchandise.	Registered. Declaration of Use due 3/13/06- 07	75/731,771 6/18/99	2,435,895 3-13-01

Trademark/ Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
YOU'RE RIGHT AT HOME	Telecommunication services; namely, long distance telephone services (cl. 38)	Registered. DOU due 3/30/04-3/30/05.	75/471,718 4/21/98	2,235,930 3/30/99

FOREIGN TRADEMARKS/SERVICE MARKS

Trademark/ Service Mark	Goods/Services	Status	Country	Reg. No./ Reg. Date
FINGERHUT	Catalog and mail order services and television shopping services both in the field of general merchandise (cl. 35)	Registered. Renewal due 10/17/04.	Mexico	502,337 10/17/94
FINGERHUT	Marketing services and sales promotion services (cl. 35)	Registered. Renewal due 9/23/07.	Great Britain	2146029 9/23/97

SCHEDULE B

TRADEMARKS

U.S. TRADEMARKS/SERVICE MARKS

Trademark/Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
THE SCIENCE OF SUBSTANCE AND STYLE	Online retail store services, online ordering services, and mail order and catalog services in the field of general merchandise (cl. 35)	Abandoned	76/042,450 5/05/00	
WILD ORCHID	Flatware made of non-precious metal (cl. 8)	Expired	73/102,795 10/12/76	1,094,263 6/27/78
BID MINDER	IC 009. US 021 023 026 036 038. G & S: Computer software for automated on-line bid calculation and bid submission via a global computer network. IC 042. US 100 101. G & S: providing temporary use of on-line non-down loadable software as a feature of an on-line auction website for providing automated bid calculation and bid submission capabilities	Published; 6/25/2002	76/065,046; 5/25/2000	
AI and design	IC 035. US 100 101 102. G & S: ONLINE RETAIL STORE SERVICES AND ONLINE ORDERING SERVICES IN THE FIELD OF GENERAL MERCHANDISE. FIRST USE: 20000305. FIRST USE IN COMMERCE: 20000305	Registered	76/040531; 5/04/2000	2453125; 5/22/2001
PCVALENTINE.COM	IC 035. US 100 101 102. G & S: ONLINE RETAIL STORE SERVICES, ONLINE ORDERING SERVICES, AND MAIL ORDER AND CATALOG SERVICES IN THE FIELD OF GENERAL MERCHANDISE	Suspended	75706891; 5/14/1999	
FASHION JEWELRY BAZAAR	IC 035. US 100 101 102. G & S: CATALOG AND MAIL ORDER SERVICES FEATURING COSTUME JEWELRY. FIRST USE: 19981000. FIRST USE IN COMMERCE: 19981000	Registered	75499505; 6/10/1998	2352633; 5/23/2000

Trademark/Service Mark	Goods/Services	Status	Serial No./ Filing Date	Reg. No./ Reg. Date
COUNTRY LANDINGS	IC 024. US 042 050. G & S: bed linen, bed sheets, quilts, comforters, pillow cases, pillow shams, dust ruffles, draperies, sold separately and in sets. FIRST USE: 19950113. FIRST USE IN COMMERCE: 19950113	Registered	74591511; 10/27/1994	2039328; 2/18/1997
COUNTRY LANDINGS	IC 020. US 002 013 022 025 032 050. G & S: pillows. FIRST USE: 19950113. FIRST USE IN COMMERCE: 19950113 IC 024. US 042 050. G & S: bed linen, bed sheets, quilts, comforters, pillow cases, pillow shams, dust ruffles, draperies, sold separately and in sets. FIRST USE: 19950113. FIRST USE IN COMMERCE: 19950113	Registered	74/588074; 10/20/1994	2004968; 10/01/1996
LIFE MAX	IC 028. US 022 023 038 050. G & S: exercise machines and equipment, namely, stationary exercise bicycles, weight benches, weights, manually-operated home-gym exercise machines, treadmills, dual action treadmills, treadmills with ski machines, stair stepping machines, aerobic riders, and rowing and ski machines. FIRST USE: 19960520. FIRST USE IN COMMERCE: 19960520	Registered	74/709163; 7/31/1995	2099973; 9/23/1997

#2755654

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "*Assignment*") is made and entered into as of this 1st day of November, 2002 (the "*Effective Date*") by and between FAC Acquisition, LLC, a Delaware limited liability company ("*Assignor*"), and Fingerhut Direct Marketing, Inc., a Delaware corporation ("*Assignee*").

BACKGROUND INFORMATION

A. Assignor acquired the trademark registrations and applications described in Recitals B and C from Fingerhut Corporation, a Minnesota corporation ("*Federated-Fingerhut*"), and Infochoice USA, Inc., a Minnesota corporation, pursuant to an Asset Purchase Agreement, dated as of June 11, 2002 (as amended, the "*Purchase Agreement*"), among Assignor, Fingerhut Companies, Inc., a Minnesota corporation, and Federated Department Stores, Inc., a Delaware corporation.

B. Assignor is the owner of the United States and foreign trademark registrations and applications identified on Schedule A (collectively, the "*Schedule A Trademarks*"), and the goodwill of the business associated therewith.

C. Assignor is, subject to the qualifications in this Recital C, the owner of the United States and foreign trademark registrations and applications identified on Schedule B (collectively, the "*Schedule B Trademarks*"), and the goodwill of the business associated therewith. In connection with the assignment of the Schedule B Trademarks to Assignor pursuant to the Purchase Agreement, Assignor was advised that Federated-Fingerhut had authorized the abandonment of the Schedule B Trademarks prior to such assignment. Therefore, Assignor may not have acquired, and thus may not have, any rights with respect to the Schedule B Trademarks.

D. Assignee wishes to acquire and Assignor wishes to assign all right, title and interest in and to the Schedule A Trademarks and to the extent that Assignor has any rights in and to the Schedule B Trademarks, all of Assignor's right, title and interest in and to the Schedule B Trademarks, together with the goodwill of the business in connection with which the Schedule A Trademarks and Schedule B Trademarks are respectively used.

ASSIGNMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee: (i) the entire right, title and interest in and to the Schedule A Trademarks together with the goodwill of the business in connection with which the Schedule A Trademarks are used, and (ii) to the extent that Assignor has any right to the Schedule B Trademarks, all of Assignor's entire right, title and interest in and to the Schedule B Trademarks together with the goodwill of the business in connection with which the Schedule B Trademarks are used, including, respectively, any renewals and extensions of the registrations that are or may be secured under the laws of the United States and the applicable foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and

enjoyed by the Assignor if this Assignment and sale had not been made; together with all income, royalties or payments due or payable from the exploitation of the Schedule A Trademarks or Schedule B Trademarks as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Schedule A Trademarks or Schedule B Trademarks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives. Assignor authorizes and requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Schedule A Trademarks and the Schedule B Trademarks, to the extent that such recordation is legally possible. Further, Assignee shall be deemed a third party beneficiary of the Purchase Agreement (including, without limitation, under Section 8.5 of the Purchase Agreement) to the extent related to the Schedule A Trademarks or the Schedule B Trademarks.

Assignor shall provide to Assignee, its successors, assigns or other legal representatives, reasonable cooperation and assistance at Assignee's reasonable request and expense (including, without limitation, the execution and delivery of any and all affidavits, declarations, oaths, available samples, available exhibits, available specimens and other documentation as may be reasonably required): (1) in the preparation and prosecution of any application for renewal of a registration covering the Schedule A Trademarks and Schedule B Trademarks; and (2) in the implementation or perfection of this Assignment.

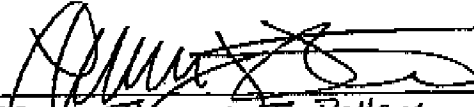
Assignee acknowledges and agrees that Assignor makes no representations or warranties of any kind regarding the Schedule B Trademarks and that Assignee is acquiring the Schedule B Trademarks on an "as is" basis.

This Assignment may be executed in counterparts, any one of which need not contain the signatures of more than one party, but all of which, taken together, will constitute one and the same agreement.


* * * * *

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the date above written.

FAC ACQUISITION, LLC

By: 
Name Thomas J. Petters
Title: President

FINGERHUT DIRECT MARKETING, INC.

By: 
Name Brian Smith
Title: President